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October 11, 2000

DEBIT MEMO ANNUAL REPORT
DISSOLUTION NOTICE

ANNUAL REPORT: GROUP W
HOLDINGS, INC.

DEBIT MEMO: 10087-I

CHECK# 1119



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 11, 2000

GROUPW HOLDINGS, INC.
751 PARK OF COMMERCE DR.
SUITE 108
BOCA RATON, FL 33487

SUBJECT: GROUPW HOLDINGS, INC.

Debit Memo #: 10087-I

Document #: P99000047452

Due to your failure to respond to our letter advising you of your returned check and giving you 60 days notice of our intent to dissolve the above corporation, this corporation is now administratively dissolved.

A Certificate of Dissolution is enclosed.

Should you have any questions, please feel free to contact this office at (850) 487-6057.

Sincerely,
Pat Bailey
Accountant II



Department of State

CERTIFICATE OF ADMINISTRATIVE DISSOLUTION

The provisions of section 607.1421 or 617.1421, Florida Statutes, which requires 60 days notice of a proposed dissolution, have been met for GROUPW HOLDINGS, INC., a corporation organized under the laws of the State of Florida. This corporation is hereby administratively dissolved as of October 11, 2000 for failure to file the required annual report(s), as required by law.

The document number of this corporation is P99000047452.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Eleventh day of October, 2000



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State